

**UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

THE HUNTINGTON INVESTMENT CO.	:	
	:	
Plaintiff,	:	
	:	
vs.	:	Case No. 05-CV-74640
	:	Hon. Lawrence P. Zatkoff
	:	
EVAN S. EATHERLY,	:	
	:	
	:	
Defendant.	:	

AGREED ORDER

The parties have agreed to the following terms. The Court hereby ORDERS as follows:

1. Defendant Evan S. Eatherly (“Eatherly”) agrees to refrain from any of the following activities pending a decision in this matter by a National Association of Securities Dealers (“NASD”) Rule 10335 panel of arbitrators on Plaintiff The Huntington Investment Company’s (“Huntington”) request for permanent injunctive relief.

(a) Soliciting or otherwise initiating any further contact or communications with any of the clients of Huntington whom Eatherly serviced or whose name became known to Eatherly while in the employ of Huntington for the purpose of inviting, encouraging or requesting the transfer of any account or business (excluding Eatherly’s respective immediate families);

(b) Using, disclosing, or transmitting for any purpose, including the initiation of any contact with or the solicitation of Huntington clients, the information contained in the records of Huntington, including, but not limited to, the names, addresses, and financial information of said clients; and

(c) Destroying any of the records or information that Eatherly removed from Huntington;

2. Eatherly further agrees to deliver any and all original Huntington records and software, copies or other reproductions thereof, and any other documents containing information derived from those records, in whatever form, including electronic or computerized versions, to Huntington's Warren office within twenty-four hours (24) of the execution of this Order by the parties. However, Eatherly may retain and is not required to provide to Huntington any records which have been provided to him since his resignation from Huntington by a client or anyone acting on behalf of a client.

3. Eatherly further agrees to provide a list of all Huntington clients that received the McDonald Investments Inc./KeyCorp Insurance Agency USA, Inc. Insurance Broker/Dealer and Representative of Record Change Form.

4. Eatherly further agrees to be available for deposition by Huntington's counsel. The deposition shall be limited in scope to Huntington's allegations related to the removal of client information from its office and the use thereof.

5. Eatherly and Huntington will cooperate in drafting and/or signing a letter to all Huntington clients who received and executed annuity transfer forms to confirm their desire to transfer their Huntington accounts to McDonald Investments, Inc.

6. Nothing in this order shall prohibit Eatherly or anyone acting in concert or participation with him, from (i) responding to an unsolicited request for information from a client (other than signing the McDonald Investments Inc./KeyCorp Insurance Agency USA, Inc. Insurance Broker/Dealer and Representative of Record Change Form discussed above) regarding the transfer of their account to his current employer or (ii) servicing the accounts of any client

whose account has already transferred to McDonald Securities. However, Eatherly may respond to any unsolicited request from a client who has received a McDonald Investments Inc./KeyCorp Insurance Agency USA, Inc. Insurance Broker/Dealer and Representative of Record Change Form after the client has received the letter discussed in paragraph 5 of this Agreed Order.

7. Eatherly and Huntington agree that the NASD Rule 10335 hearing will not be held before January 2, 2006.

IT IS SO ORDERED

s/Lawrence P. Zatkoff
HON. LAWRENCE P. ZATKOFF
UNITED STATES DISTRICT COURT JUDGE

Dated: January 10, 2006

Approved and agreed by:

BUTZEL LONG PC

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